

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AS WIND DOWN, LLC, *et al.*,¹

Debtors.

Chapter 7

Case No. 19-11842 (LSS)
(Jointly Administered)

**NOTICE OF DEADLINES (I) TO FILE REQUESTS FOR PAYMENT OF CHAPTER 11
ADMINISTRATIVE EXPENSE CLAIMS PURSUANT TO 11 U.S.C. § 503(b) AND (II)
FOR UTILITY COMPANIES TO SEEK PAYMENT FROM THE ADEQUATE
ASSURANCE DEPOSIT**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF
THE ESTATES OF THE FOLLOWING CHAPTER 7 DEBTORS:**

Debtor:	Case Number:
AS Wind Down, LLC (f/k/a Avenue Stores, LLC)	19-11842 (LSS)
OURGH Wind Down, LLC (f/k/a Ornatus URG Holdings, LLC)	19-11843 (LSS)
OURGRE Wind Down, LLC (f/k/a Ornatus URG Real Estate)	19-11844 (LSS)
OURGGC Wind Down, LLC LLC (f/k/a Ornatus URG Gift Cards, LLC) (9203).	19-11845 (LSS)

PLEASE TAKE NOTICE that on August 16, 2019 (the “Petition Date”), the above-referenced debtors (collectively, the “Debtors”) commenced their respective bankruptcy cases (the “Bankruptcy Cases”) by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

¹ The Debtors in these Chapter 7 Cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: AS Wind Down, LLC (f/k/a Avenue Stores, LLC) (0838); OURGH Wind Down, LLC (f/k/a Ornatus URG Holdings, LLC) (1146); OURGRE Wind Down, LLC (f/k/a Ornatus URG Real Estate, LLC) (9565); and OURGGC Wind Down, LLC (f/k/a Ornatus URG Gift Cards, LLC) (9203).

PLEASE TAKE FURTHER NOTICE that pursuant to an Order entered on November 22, 2019, (the “Conversion Date”) the Court converted the Debtors’ Chapter 11 cases (the “Chapter 11 Cases”) to cases under Chapter 7 of the Bankruptcy Code (the “Chapter 7 Cases”).

PLEASE TAKE FURTHER NOTICE that the Office of the United States Trustee for the District of Delaware has appointed David W. Carickhoff as the Chapter 7 Trustee (the “Trustee”) for the Debtors’ estates (the “Estates”).

PLEASE TAKE FURTHER NOTICE that, on August 20, 2020, the Bankruptcy Court entered the *Order (I) Establishing the Deadline and Certain Procedures for (a) Filing Requests for Payment of Chapter 11 Administrative Expense Claims Pursuant to 11 U.S.C. § 503(b) and (b) Utility Companies to Seek Payment from the Adequate Assurance Deposit; (II) Approving Form and Manner of Notice thereof; and (III) Granting Related Relief* [Docket No. 634] (the “Bar Date Order”).

PLEASE TAKE FURTHER NOTICE that the Bar Date Order establishes **October 5, 2020, at 5:00 p.m. (Prevailing Eastern Time)** (the “Bar Date”), as the deadline for:

- a) all persons or entities (except as otherwise provided herein and excepting Governmental Units) that may assert any right to payment constituting an actual, necessary cost or expense of administering the Chapter 11 Cases or preserving the Estates under section 503(b) of the Bankruptcy Code (a “Chapter 11 Administrative Claim”)² that arose during the period from and including August 16, 2019, through and including the Conversion Date, *i.e.* November 22, 2019 (the “Chapter 11 Administrative Claim Period”) to file requests for payment pursuant to section 503 of the Bankruptcy Code; and
- b) all Utility Companies to file a request for payment from the Assurance Deposit for any utility services provided during the Chapter 11 Administrative Claim Period (a “Utilities Claim” and, together with the Chapter 11 Administrative Claims, a “Request for Payment”).

You should consult an attorney if you have any questions, including whether to file a Request for Payment. If you have any questions with respect to this Notice, you may contact undersigned counsel for the Trustee.

I. WHO MUST FILE A REQUEST FOR PAYMENT

You **MUST** file a Request for Payment in accordance with the procedures approved by the Bankruptcy Court and set forth in this Notice in order to assert a Request for Payment that arose during the Chapter 11 Administrative Claim Period, **unless** it is a claim described in Section II below.

² The defined term “Administrative Claim” shall include any claims under section 503(b)(9) of the Bankruptcy Code.

For the avoidance of doubt, any utility provider that has any unpaid claims for post-petition services must file a Request for Payment in accordance with the procedures set forth in this Notice in order to seek payment from the Adequate Assurance Deposit established by the Debtors in the Chapter 11 Cases.

II. WHO IS NOT REQUIRED TO FILE A REQUEST FOR PAYMENT

The following persons and entities are not be required to file a Request for Payment by the Bar Date:

- (a) the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- (b) The Chapter 11 Professionals for any fees and expenses incurred prior to the Conversion Date;³
- (c) Governmental Units holding claims covered by section 503(b)(1)(B), (C) or (D) of the Bankruptcy Code;
- (d) any person or entity that has already timely and properly filed a Chapter 11 Administrative Claim against one or more of the Estates in a form and manner substantially similar to that as set forth in this Notice; and
- (e) any person or entity asserting an administrative expense that accrued or arose after the Chapter 11 Administrative Claim Period (*i.e.* after November 22, 2019).⁴

You should not file a Request for Payment if you do not have a Chapter 11 Administrative Claim or Utilities Claim which arose during the Chapter 11 Administrative Claim Period against any of the Debtors' Estates. Your receipt of this Notice does not mean that you have a Chapter 11 Administrative Claim or a Utilities Claim, or any other claim or that the Trustee or the Bankruptcy Court believes that you have a Chapter 11 Administrative Claim, a Utilities Claim or any other claim.

III. HOW TO FILE AND SERVE REQUESTS FOR PAYMENT

To file a Request for Payment, you must follow the procedures set forth below:

- (a) Each Request for Payment must: (i) comply with the Bar Date Order and this Bar Date Notice; (ii) be in writing and signed by the party asserting the Request for Payment or an authorized agent of such party; (iii) set forth with specificity all factual and legal bases supporting the asserted

³ The deadline for the Chapter 11 Professionals to file final fee applications for fees and expenses incurred in the chapter 11 cases was December 13, 2019 (*See* Dkt. No. 484). Nothing in this Motion is intended to or should be construed to extend such deadline.

⁴ To the extent necessary, at a later date, the Trustee may seek to set a subsequent administrative claim bar date for administrative expenses that have or may arise in connection with the Chapter 7 Cases.

Request for Payment; (iv) include supporting documentation (or, if voluminous, include a summary of supporting documents, an explanation as to why such documentation is not included, and a concise description of the means by which the Trustee can reasonably and expeditiously obtain such supporting documents); (v) be in the English language; and (vi) be denominated in United States currency.

- (b) Each Request for Payment must specify by name the Debtor's(s') Estate(s) against which it is asserted.
- (c) Each Request for Payment must be filed with the Court by the Bar Date. Each Request for Payment must also be served upon, so as to be actually received by, undersigned counsel for the Trustee by the Bar Date via regular mail, overnight mail, hand delivery, or electronic mail.

IV. EFFECT OF FAILURE TO FILE A TIMELY REQUEST FOR PAYMENT

UNLESS OTHERWISE ORDERED BY THE COURT, ANY POTENTIAL HOLDER OF A CHAPTER 11 ADMINISTRATIVE CLAIM OR A UTILITIES CLAIM AGAINST ANY OF THE DEBTORS' ESTATES WHO RECEIVES THIS BAR DATE NOTICE (WHETHER SUCH NOTICE WAS ACTUALLY OR CONSTRUCTIVELY RECEIVED) AND IS REQUIRED, BUT FAILS, TO FILE A REQUEST FOR PAYMENT IN ACCORDANCE WITH THE BAR DATE ORDER AND THIS BAR DATE NOTICE, (A) SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST ANY OF THE DEBTORS OR THEIR ESTATES AND (B) SHALL NOT RECEIVE OR BE ENTITLED TO RECEIVE ANY PAYMENT OR DISTRIBUTION OF PROPERTY FROM THE ESTATES (INCLUDING FROM THE ADEQUATE ASSURANCE DEPOSIT) WITH RESPECT TO SUCH CLAIM.

V. NO REQUEST FOR SCHEDULING OF REQUESTS FOR PAYMENT

Notwithstanding section 503(b) of the Bankruptcy Code any Request for Payment shall be filed without a scheduled hearing date or response deadline or a request by the claimant for a scheduled hearing. To the extent a Request for Payment is disputed by the Trustee, and such dispute cannot be resolved consensually by the Trustee and the claimant, the Trustee will: (a) file an objection to the claimant's Request for Payment; (b) schedule a hearing on such objection and the affected Request for Payment; and (c) provide notice to the affected claimant of the Trustee's objection and scheduled hearing.

VI. SOLE AND EXCLUSIVE METHOD

The procedures set forth in this Notice are the sole and exclusive method for the assertion of any Request for Payment that is required to be filed, and all claimants asserting a Request for Payment are prohibited from invoking any other means of asserting such claims pursuant to the Bankruptcy Code.

For the avoidance of doubt, the procedures proposed in this Notice will not apply to any administrative expense that may arise after the Chapter 11 Administrative Claim Period (*i.e.* after November 22, 2019).

VII. RESERVATION OF RIGHTS

Nothing contained in this Notice or any actions taken by the Trustee pursuant to the relief granted in the Bar Date Order is intended or should be construed as: (a) an admission as to the validity, status, amount or priority of any particular claim asserted against one or more of the Debtors or their Estates; (b) a waiver of the Trustee's rights to dispute any particular claim on any grounds; (c) a promise or obligation to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; or (e) a waiver or limitation of the Trustee's rights under the Bankruptcy Code or any other applicable law.

Dated: August 20, 2020

By: /s/ Alan M. Root
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